

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)
Debtors. : (Jointly Administered)
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AMENDED AFFIDAVIT OF LEGAL ORDINARY COURSE PROFESSIONAL

STATE OF INDIANA)
) ss:
COUNTY OF MARION)

Kevin R. Erdman, being duly sworn, deposes and says:

1. I am a principal of Baker & Daniels LLP ("B&D") which firm maintains offices at various locations in Indiana, Washington, D.C. and China.

2. Neither I, B&D, nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, has any connection with the above-captioned debtors and debtors-in-possession (the "Debtors"), their creditors, or any other party-in-interest, or their attorneys, except as set forth in this affidavit.

3. B&D, has represented and advised the Debtors with respect to intellectual property of aspects of the Debtors' businesses.

4. The Debtors have requested, and B&D has agreed, to continue to represent and advise the Debtors pursuant to section 327(e) of title 11 of the United States Code, 11 U.S.C. §§101-1330, as amended (the "Bankruptcy Code"), with respect to existing and specifically assigned and to be assigned intellectual property matters.

5. B&D's current fee arrangement is to bill Debtors on a project basis at its standard hourly rates, and submit bills at project completion. B&D has been requested and agrees to continue to bill at its standard hourly rates and convert the timing of its billing to a monthly, as opposed to project completion, basis. The following attorneys expected to work on intellectual property matters, and the current (2006) billing rates (which are periodically reviewed and adjusted by B&D), are set forth below:

Attorney	2006 Rates
Charles W. Arnett	\$235
Kevin R. Erdman	\$425
Norman J. Hedges	\$285
Jason A. Houser	\$185
Kareem A. Howell	\$230
Sarah M. Jabbari	\$240
William S. Meyers	\$250
Robert D. Null	\$320
Keith J. Swedo	\$265
Douglas A. Yerkeson	\$325

6. Except as set forth herein, no promises have been received by B&D or any partner, auditor or other member thereof as to compensation in connection with these chapter 11 cases other than in accordance with the provisions of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Rules, orders of this Court, and the Fee Guidelines promulgated by the Executive Office of the United States Trustee.

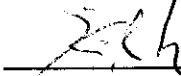
7. B&D has no agreement with any entity to share with such entity any compensation received by B&D.

8. B&D and its partners, auditors, and other members may have in the past represented, currently represent, and may in the future represent entities that are claimants of the Debtors in matters totally unrelated to these pending chapter 11 cases. B&D does not and will not represent any such entity in connection with these pending chapter 11 cases absent consent that resolves any prohibition for such representation under the Rules of Professional Conduct and any applicable statute or rules relating to this case.

9. Neither I, B&D, nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors, or their estates in the matters upon which B&D is to be engaged.

10. The foregoing constitutes the statement of B&D pursuant to sections 329 and 504 of the Bankruptcy Code and Bankruptcy Rules 2014 and 2016(b).

FURTHER AFFIANT SAYETH NOT



Kevin R. Erdman

Subscribed and sworn before me

this 23 day of February, 2006

Janet E. Kilpatrick
Notary Public Janet E. Kilpatrick
A Resident of Marion County, Indiana

My commission expires
September 10, 2008

CERTIFICATE OF SERVICE

Kevin R. Erdman, a partner of Baker & Daniels LLP, hereby certifies that on February __, 2006, a copy of the Affidavit of Legal Ordinary Counsel Professional, was served upon the following interested parties via first class mail:

Delphi Corporation
Attention: General Counsel
5725 Delphi Drive
Troy, MI 48098
U.S.A.

Latham & Watkins
Attention: Mark A. Broude, Esq.
885 Third Avenue
New York, N.Y. 10022
U.S.A.

Skadden, Arps, Slate, Meagher & Flom
Attention: John W. Butler, Jr., Esq.
333 West Wacker Drive
Suite 2100
Chicago, IL 60606
U.S.A.


Simpson Thacher & Bartlett LLP
Attention: Marissa Wesley, Esq.
425 Lexington Avenue
New York, N.Y. 10017
U.S.A.

United States Trustee
Attention: Alicia M. Leonhard, Esq.
33 Whitehall Street
Suite 2100
New York, N.Y. 10044
U.S.A.

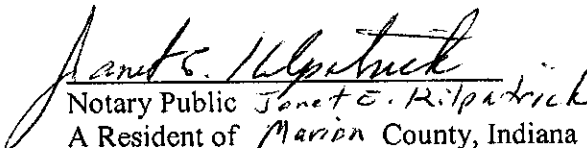
Davis Polk & Wardwell
Attention: Marlane Melican, Esq.
450 Lexington Avenue
New York, N.Y. 10017
U.S.A.

Dated 23 Feb 2006

Sworn before me this 23
day of February, 2006.



Kevin R. Erdman
Baker & Daniels LLP
300 N. Meridian Street
Suite 2700
Indianapolis, Indiana 46204
(317) 237-0300


Notary Public Janete E. Ripatrick
A Resident of Marion County, Indiana

My commission expires
September 10, 2008